


**78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			


**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
<b>79) Typed or Printed Name of Party Authorized to Sign</b>			
First Name:	MI:	Last Name:	Suffix:
David	P.	Gamble	
<b>80) Title:</b> - Vice President, External Affairs			
Signature: 			<b>81) Date:</b> DEC 10 1999

**Assignee/Transferee Certification Statements**

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 882, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Paul	H.	Kuzia	
83) Title: Executive Vice President, Technology and Regulatory Affairs			
Signature: 			84) Date: DEC 10 1999
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

### Authorizations To Be Assigned or Transferred

[illegible]



Approved by OMB  
3060-0053  
Expires 11/30/99  
See reverse for public  
burden estimate.

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

FOR FCC USE ONLY	

**PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE**  
(This application must be filed before Transfer of Control takes place)

1.(a) Name of corporate licensee Paging Network of Dallas/Ft. Worth, Inc.			
(b) Number and street address 14911 Quorum Drive, Suite 600			
(c) City Dallas	(d) State TX	(e) ZIP Code 75240	
2. Internet address:		3. Taxpayer Identification Number [REDACTED]	
4. Call sign and radio service of each station WA2XHJ (Experimental)			
5.(a) Fee Type Code EAE	(b) Fee Multiple 1	(c) Fee Due \$ 45.00	FOR FCC USE ONLY
6. Name(s) and Address(es) of Transferee Shareholders of Arch Communications Group, Inc. 1800 West Park Drive, Suite 250, Westborough, MA 01581			
7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3. But See Form 602 Ownership Report at Tab A.			YES  NC X
8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.			YES  NC X
9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL: N/A			
(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 6.			YES  NO  
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see Instruction 6.			YES  NO  
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer Items (d) through (h) below.			YES  NO  
(d) What is the name and address of the corporation in immediate control?			YES  NO  
(e) Under the laws of what State or Country is the controlling corporation organized?			YES  NO  
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.			YES  NO  
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			YES  NO  
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in Items (d) through (h).			YES  NO  
<b>CERTIFICATION</b> <ul style="list-style-type: none"><li>• Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise;</li><li>• Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</li><li>• Neither applicant nor any member thereof is a foreign government or representative thereof;</li><li>• Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</li><li>• Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.</li></ul>			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).			
SIGNATURE <u>David P. Garble</u>		DATE <u>DEC 10 1999</u>	
Authorized Employee of Licensee Corporation			
SIGNATURE <u>David P. Garble</u>		DATE <u>DEC 10 1999</u>	
Transferee of Control (Check one)			
<input type="checkbox"/> Individual		<input type="checkbox"/> Partner	
<input checked="" type="checkbox"/> Officer		<input type="checkbox"/> Other (Specify): _____	

**DETAILS / ADDITIONAL INFORMATION:**

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

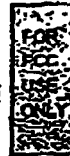
**PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION**

<p>1. Name and mailing address of corporate licensee Paging Network of Dallas/Ft. Worth, Inc. 14911 Quorum Drive, Suite 600 Dallas, Texas 75240</p>	<p><b>DO NOT WRITE IN THIS BLOCK</b></p> <p><b>CONDITIONS OF GRANT</b></p> <p>The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.</p> <p>This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.</p> <p><b>DATE AUTHORIZED:</b></p> <p><b>FEDERAL COMMUNICATIONS COMMISSION</b></p>
<p>2. Call sign and radio service of each station WA2XHJ (Experimental)</p>	
<p><b>THIS AUTHORIZATION TO BE FILED WITH CORPORATION'S RADIO STATION RECORDS</b></p>	



Approved by OMB  
3060-0053  
Expires 11/30/99  
See reverse for public  
burden estimate.

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION



PART 1 - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE  
(This application must be filed before Transfer of Control takes place)

1.(a) Name of corporate licensee Paging Network of San Francisco, Inc.			
(b) Number and street address 14911 Quorum Drive, Suite 600			
(c) City Dallas	(d) State TX	(e) ZIP Code 75240	
2. Internet address: [REDACTED]		3. Telephone Identification Number [REDACTED]	
4. Call sign and radio service of each station WPGK374 (Public Safety)			
5.(a) Fee Type Code PATM	(b) Fee Multiple 1	(c) Fee Due \$ 45.00	FOR FCC USE ONLY
6. Name(s) and Address(es) of Transferee Shareholders of Arch Communications Group, Inc. 1800 West Park Drive, Suite 250, Westborough, MA 01581			
7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3. But See Form 602 Ownership Report at Tab A.			YES NO X
8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.			YES NO X
5. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL: N/A			
(a) Will any officer or director of such corporation be an alien? If "YES", see instruction 6.			YES NO
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see instruction 6.			YES NO
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer items (d) through (f) below.			YES NO
(d) What is the name and address of the corporation in immediate control?			
(e) Under the laws of what State or Country is the controlling corporation organized?			
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.			YES NO
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			YES NO
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in items (d) through (f).			YES NO
<b>CERTIFICATION</b> • Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise; • Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons; • Neither applicant nor any member thereof is a foreign government or representative thereof; • Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith; • Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 882, because of a conviction for possession or distribution of a controlled substance.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).			
SIGNATURE <i>David P. Gable</i>		DATE DEC 10 1999	
Authorized Employee of Licensee or Corporation			
SIGNATURE <i>[Signature]</i>		DATE DEC 10 1999	
Transfer of Control (Check one)			
<input type="checkbox"/> Individual <input type="checkbox"/> Partner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (Specify):			



**DETAILS / ADDITIONAL INFORMATION:**

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

**PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION**

1. Name and mailing address of corporate licensee

Paging Network of San Francisco, Inc.  
14911 Quorum Drive, Suite 600  
Dallas, Texas 75240

2. Call sign and radio service of each station

WPGK374 (Public Safety)

**DO NOT WRITE IN THIS BLOCK**

**CONDITIONS OF GRANT**

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

**DATE AUTHORIZED:**

**FEDERAL  
COMMUNICATIONS  
COMMISSION**

**THIS AUTHORIZATION TO BE FILED WITH  
CORPORATION'S RADIO STATION RECORDS**



**FCC 312**  
**Main Form**Approved by OMB  
3060-0678Est. Avg. Burden Hours  
Per Response: 11 Hrs.FCC Use Only  
File Number:

Call Sign:

Fee Number

**FEDERAL COMMUNICATIONS COMMISSION**  
**APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS****APPLICANT INFORMATION**

1. Legal Name of Applicant Paging Network of Dallas/Ft. Worth, Inc.		2. Voice Telephone Number (972) 801-0304	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (972) 801-0330	
5. Mailing Street Address or P.O. Box 14911 Quorum Drive, Suite 600 ATTENTION: Donna Comer, Licensing Manager		6. City Dallas	
		7. State / Country (if not U.S.A.) TX	8. Zip Code 75240
9. Name of Contact Representative (If other than applicant) Paul G. Madison		10. Voice Telephone Number (202) 955-9779	
11. Firm or Company Name Kelley Drye & Warren, LLP		12. Fax Telephone Number (202) 955-9792	
13. Mailing Street Address or P.O. Box 1200 19th Street, N.W., Suite 500 ATTENTION: Paul G. Madison		14. City Washington	
		15. State / Country (if not U.S.A.) DC	16. Zip Code 20036

**CLASSIFICATION OF FILING**

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.			
<input checked="" type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b1. Application for License of New Station	<input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration	
<input type="checkbox"/> a2. Space Station	<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b7. Notification of Minor Modification	
	<input type="checkbox"/> b3. Amendment to a Pending Application	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite	
	<input type="checkbox"/> b4. Modification of License or Registration	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States	
	<input type="checkbox"/> b5. Assignment of License or Registration	<input type="checkbox"/> b10. Other (Please Specify): _____	
18. If this filing is in reference to an existing station, enter: Call sign of station:  E970382		19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: _____ (b) File number of pending application: _____	

### TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

- ☒ a. Fixed Satellite    ☐ c. Radiodetermination Satellite    ☐ e. Direct to Home Fixed Satellite  
☐ b. Mobile Satellite    ☐ d. Earth Exploration Satellite    ☐ f. Digital Audio Radio Service    ☐ g. Other (please specify) \_\_\_\_\_

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- ☒ a. Common Carrier    ☐ b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- ☒ a. Using U.S. licensed satellites    ☐ b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- ☐ a. Connected to the Public Switched Network    ☐ b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- ☐ a. C-Band (4/6 GHz)  
☒ b. Ku-Band (12/14 GHz)    ☐ c. Other (Please specify) \_\_\_\_\_

### TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- ☒ a. Fixed Earth Station    ☐ b. Temporary-Fixed Earth Station    ☐ c. 12/14 GHz VSAT Network    ☐ d. Mobile Earth Station    ☐ e. Space Station    ☐ f. Other (Specify) \_\_\_\_\_

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY Mark only one box.

- ☒ a. Transmit/Receive    ☐ b. Transmit-Only    ☐ c. Receive-Only

### PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- ☐ a -- authorization to add new emission designator and related service  
☐ b -- authorization to change emission designator and related service  
☐ c -- authorization to increase EIRP and EIRP density  
☐ d -- authorization to replace antenna  
☐ e -- authorization to add antenna  
☐ f -- authorization to relocate fixed station  
☐ g -- authorization to change assigned frequency(ies)  
☐ h -- authorization to add Points of Communication (satellites & countries)  
☐ i -- authorization to change Points of Communication (satellites & countries)  
☐ j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required  
☒ k -- Other (Please Specify) Transfer of Control

### ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307?

If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

☐ YES

☒ NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

## ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		

## BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? _____		

43. Description. (Summarize the nature of the application and the services to be provided).

Request for FCC consent to transfer control of Earth Station E970382

Exhibit No.	Identify all exhibits that are attached to this application.
	Description of Transaction/Real Parties in Interest/Public Interest Statement
	See Form 602 Ownership Report -- Tab A Behind Main Pleading

#### CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

☐ a. Individual ☐ b. Unincorporated Association ☐ c. Partnership ☒ d. Corporation ☐ e. Governmental Entity ☐ f. Other  
(Please specify) \_\_\_\_\_

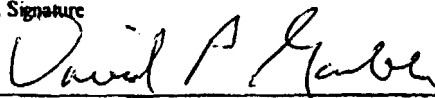
45. Typed Name of Person Signing

David P. Gamble

46. Title of Person Signing

Vice President, External Affairs

47. Signature



48. Date

DEC 10 1999

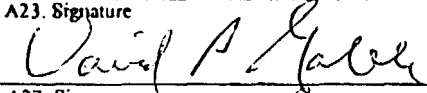


**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

<b>FEDERAL COMMUNICATIONS COMMISSION</b> <b>FCC 312 - Schedule A</b> <small>(Place an "X" in one of the blocks below)</small>				FCC Use Only	
<input checked="" type="checkbox"/> <b>CONSENT TO TRANSFER OF CONTROL</b> <input type="checkbox"/> <b>CONSENT TO ASSIGNMENT OF LICENSE</b>					
<input type="checkbox"/> <b>NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION</b> <input type="checkbox"/> <b>NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION</b>					
<b>A1. Name of Licensee or Registrant</b> Paging Network of Dallas/Ft. Worth, Inc.				<b>A2. Voice Telephone Number</b> (972) 801-0304	
<b>A3. Mailing Street Address or P.O. Box</b> 14911 Quorum Drive, Suite 600 ATTENTION: Donna Comer, Licensing Manager				<b>A4. Fax Telephone Number</b> (972) 801-0330	
<b>A5. City</b> Dallas			<b>A6. State / Country (if not U.S.A.)</b> TX		<b>A7. Zip Code</b> 75240
<b>A8. List Call Sign(s) of station(s) being assigned or transferred</b> E970382					<b>A9. No. of station(s) listed</b> 1
<b>A10. Name of Transferor/Assignor (if different than licensee or registrant)</b> Shareholders of Paging Network, Inc.			<b>A15. Name of Transferee/Assignee</b> Shareholders of Arch Communications Group, Inc.		
<b>A11. Mailing Street Address or P.O. Box</b> 14911 Quorum Drive, Suite 600			<b>A16. Mailing Street Address or P.O. Box</b> 1800 West Park Drive, Suite 250		
<b>A12. City</b> Dallas	<b>A13. State/Country</b> TX	<b>A14. Zip Code</b> 75240	<b>A17. City</b> Westborough	<b>A18. State/Country</b> MA	<b>A19. Zip Code</b> 01581
<b>A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity?</b> If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.					<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO But See Form 602 Ownership Report at Tab A.
<b>A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.</b>					

### CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

<b>A22. Printed Name of Licensee (Must agree with A1)</b> David P. Gamble	<b>A23. Signature</b> 	<b>A24. Title (Office Held by Person Signing)</b> Vice Pres., External Affairs	<b>A25. Date</b> DEC 10 1999
<b>A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10)</b> David P. Gamble	<b>A27. Signature</b> 	<b>A28. Title (Office Held by Person Signing)</b> Vice Pres., External Affairs	<b>A29. Date</b> DEC 10 1999
<b>A30. Printed Name of License Transferee/Assignee (Must agree with A15)</b> Paul H. Kuzia	<b>A31. Signature</b> 	<b>A32. Title (Office Held by Person Signing)</b> Exec. VP, Tech & Reg Affairs	<b>A33. Date</b> DEC 10 1999





FCC Wireless Telecommunications Bureau  
Application for Assignments of Authorization  
and Transfers of Control

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number:
2b) File numbers of related pending applications currently on file with the FCC: See Exhibit B attached hereto		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	( <u>N</u> ) Yes No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	( ) Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	( ) Yes No
5) Does this filing request a waiver of the Commission's rules?	( <u>Y</u> ) Yes No
6) Are attachments being filed with this application?	( <u>Y</u> ) Yes No
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	( <u>Y</u> ) Yes No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	( <u>Y</u> ) Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: ( <u>S</u> )
<u>Sale</u> or other assignment or transfer of stock <u>Court Order</u>  <u>Other</u> (voting trust agreement, management contract, etc.): _____  If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: ( <u>V</u> ) Voluntary Involuntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]		10b) SGIN: LLC	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Arch Communications Enterprises, LLC			
13) Attention To: Kimberly Chagnon			
14) P.O. Box:	And /Or	15) Street Address: 1800 West Park Drive, Suite 250	
16) City: Westborough		17) State: MA	18) Zip: 01581
19) Telephone Number: (508) 870-6700		20) FAX: (508) 898-1953	
21) E-Mail Address: kchagnon@arch.com			

**22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information (for transfers of control only)**

23a) Taxpayer Identification Number: [REDACTED]			23b) SGIN		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if other than individual): Shareholders of Arch Communications Group, Inc.					
26) P.O. Box:		And /Or	27) Street Address: 1800 West Park Drive, Suite 250		
28) City: Westborough			29) State: MA		30) Zip: 01581
31) Telephone Number: (508) 870-6700			32) FAX: (508) 898-1953		
33) E-Mail Address:					

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name: Kathryn		MI: A	Last Name: Zachem		Suffix:
35) Company Name: Wilkinson Barker Knauer, LLP					
36) P.O. Box:		And /Or	37) Street Address: 2300 N Street, N.W., Suite 700		
38) City: Washington			39) State: DC		40) Zip: 20037-1128
41) Telephone Number: (202) 783-4141			42) FAX: (202) 783-5851		
43) E-Mail Address: kzachem@wbklaw.com					

**Assignee/Transferee Information**

44) Assignee is a(n): ( <u>C</u> )					
Individual Corporation	Unincorporated Association	Trust Partnership	Government Entity Consortium	Joint Venture	
45a) Taxpayer Identification Number: [REDACTED]					
45b) SGIN					
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): Shareholders of Arch Communications Group, Inc.					
48) Name of Real Party in Interest: N/A				49) TIN N/A	
50) Attention To: Kimberly Chagnon					

51) P.O. Box:	And /Or	52) Street Address: 1800 West Park Drive, Suite 250	
53) City: Westborough	54) State: MA	55) Zip: 01581	
56) Telephone Number: (508) 870-6700		57) FAX: (508) 898-1953	
58) E-Mail Address: kchagnon@arch.com			

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: Kathryn	MI: A	Last Name: Zachem	Suffix:
60) Company Name: Wilkinson Barker Knauer, LLP			
61) P.O. Box:	And /Or	62) Street Address: 2300 N Street, N.W., Suite 700	
63) City: Washington	64) State: DC	65) Zip: 20037-1128	
66) Telephone Number: (202) 783-4141		67) FAX: (202) 783-5851	
68) E-Mail Address: kzachem@wbklaw.com			

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	( N )Yes No
70) Is the Assignee or Transferee an alien or the representative of an alien?	( N )Yes No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	( N )Yes No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N )Yes No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	( N )Yes No


**Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	( N )Yes No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	( N )Yes No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	( N )Yes No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	( N )Yes No

**78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

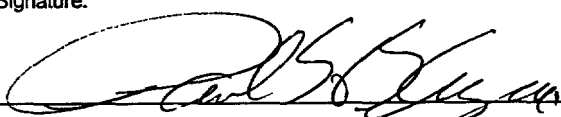
**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
<b>79) Typed or Printed Name of Party Authorized to Sign</b>			
First Name:	MI:	Last Name:	Suffix:
Paul	H	Kuzia	
<b>80) Title:</b> Executive Vice President, Technology and Regulatory Affairs			
Signature: 			<b>81) Date:</b> DEC 10 1999

**Assignee/Transferee Certification Statements**

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

## 82) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix
Paul	H	Kuzia	
83) Title: Executive Vice President, Technology and Regulatory Affairs			
Signature: 			84) Date: DEC 10 1999
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

<b>SERVICE</b>	<b>CALL SIGN</b>	<b>LICENSEE</b>
GS	KNGJ215	Arch Communications Enterprises LLC
GS	KNNF531	Arch Communications Enterprises LLC
GS	KNNF532	Arch Communications Enterprises LLC
GS	KNNF674	Arch Communications Enterprises LLC
GS	KNNM421	Arch Communications Enterprises LLC
GS	KNNP821	Arch Communications Enterprises LLC
GS	KNNP922	Arch Communications Enterprises LLC
GS	WNZI937	Arch Communications Enterprises LLC
GS	WPDJ923	Arch Communications Enterprises LLC
GS	WPFM604	Arch Communications Enterprises LLC
GS	WPHD736	Arch Communications Enterprises LLC
GS	WPHF435	Arch Communications Enterprises LLC
GS	WPHG732	Arch Communications Enterprises LLC
GS	WPHZ600	Arch Communications Enterprises LLC
GS	WPHZ639	Arch Communications Enterprises LLC
GS	WPIG637	Arch Communications Enterprises LLC
GS	WPIH633	Arch Communications Enterprises LLC
GS	WPIW583	Arch Communications Enterprises LLC
GS	WPJJ778	Arch Communications Enterprises LLC
GS	WPJJ205	Arch Communications Enterprises LLC
GS	WPJJ210	Arch Communications Enterprises LLC
GS	WPJJ472	Arch Communications Enterprises LLC
GS	WPJJ712	Arch Communications Enterprises LLC
GS	WPJJ721	Arch Communications Enterprises LLC
GS	WPJJ728	Arch Communications Enterprises LLC
GS	WPJJ769	Arch Communications Enterprises LLC
GS	WPJJ773	Arch Communications Enterprises LLC
GS	WPJJ855	Arch Communications Enterprises LLC
GS	WPJJ856	Arch Communications Enterprises LLC
GS	WPJJ976	Arch Communications Enterprises LLC

<b>SERVICE</b>	<b>CALL SIGN</b>	<b>LICENSEE</b>
GS	WPJK580	Arch Communications Enterprises LLC
GS	WPJR488	Arch Communications Enterprises LLC
GS	WPJS493	Arch Communications Enterprises LLC
GS	WPJS495	Arch Communications Enterprises LLC
GS	WPJS613	Arch Communications Enterprises LLC
GS	WPJT923	Arch Communications Enterprises LLC
GS	WPJU508	Arch Communications Enterprises LLC
GS	WPJY524	Arch Communications Enterprises LLC
GS	WPKB702	Arch Communications Enterprises LLC
GS	WPKC251	Arch Communications Enterprises LLC
GS	WPKC590	Arch Communications Enterprises LLC
GS	WPKE393	Arch Communications Enterprises LLC
GS	WPKI210	Arch Communications Enterprises LLC
GS	WPKI583	Arch Communications Enterprises LLC
GS	WPKI835	Arch Communications Enterprises LLC
GS	WPKL254	Arch Communications Enterprises LLC
GS	WPKL561	Arch Communications Enterprises LLC
GS	WPKV255	Arch Communications Enterprises LLC
GS	WPKV256	Arch Communications Enterprises LLC





**FCC 312**  
**Main Form**Approved by OMB  
3060-0678Est. Avg. Burden Hours  
Per Response: 11 Hrs.FCC Use Only  
File Number:

Call Sign:

Fee Number

**FEDERAL COMMUNICATIONS COMMISSION**  
**APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS****APPLICANT INFORMATION**

1. Legal Name of Applicant Paging Network of Los Angeles, Inc.		2. Voice Telephone Number (972) 801-0304	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (972) 801-0330	
5. Mailing Street Address or P.O. Box 14911 Quorum Drive, Suite 600 ATTENTION: Donna Comer, Licensing Manager		6. City Dallas	
		7. State / Country (if not U.S.A.) TX	8. Zip Code 75240
9. Name of Contact Representative (If other than applicant) Paul G. Madison		10. Voice Telephone Number (202) 955-9779	
11. Firm or Company Name Kelley Drye & Warren, LLP		12. Fax Telephone Number (202) 955-9792	
13. Mailing Street Address or P.O. Box 1200 19th Street, N.W., Suite 500 ATTENTION: Paul G. Madison		14. City Washington	
		15. State / Country (if not U.S.A.) DC	16. Zip Code 20036

**CLASSIFICATION OF FILING**

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.			
<input checked="" type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b1. Application for License of New Station	<input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration	
<input type="checkbox"/> a2. Space Station	<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b7. Notification of Minor Modification	
	<input type="checkbox"/> b3. Amendment to a Pending Application	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite	
	<input type="checkbox"/> b4. Modification of License or Registration	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States	
	<input type="checkbox"/> b5. Assignment of License or Registration	<input type="checkbox"/> b10. Other (Please Specify): _____	
18. If this filing is in reference to an existing station, enter: Call sign of station: E950191		19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: (b) File number of pending application:	